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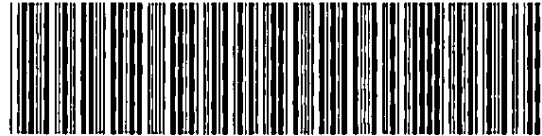
(Business Entity Name)

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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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## CAPITAL CONNECTION, INC.

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NYSHEX CAPITAL FUND, LLC

\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

Signature \_\_\_\_\_

Tested by: \_\_\_\_\_

e \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

-In \_\_\_\_\_

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COVER LETTER

TO: New Filing Section  
Division of Corporations

SUBJECT: NYSHEX CAPITAL FUND, LLC  
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jefferson H. Weaver

Name of Person

Weaver Law Firm

Firm/Company

1700 University Drive # 220

Address

Coral Springs, Florida 33071

City/State and Zip Code

weaverlawfirm@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jefferson Weaver at ( 954 ) 707 1694

Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:



\$125.00 Filing Fee



\$130.00 Filing Fee &  
Certificate of Status



\$155.00 Filing Fee &  
Certified Copy

(additional copy is enclosed)



\$160.00 Filing Fee,  
Certificate of Status &  
Certified Copy

(additional copy is enclosed)

Mailing Address

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Street Address

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

## **Articles of Organization of NYSHEX Capital Fund, LLC**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

### **Article I Name and Principal Place of Business**

Name and Principal Place of Business. The name of the limited liability company shall be NYSHEX Capital Fund, LLC ("Company"), and its principal office and mailing address shall be located at 1700 University Drive, Suite 220, Coral Springs, Florida 33071, and it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

### **Article II Purposes and Powers**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

- a. To engage in any activity or business authorized under the Florida Statutes.

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- b. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
- c. To purchase or otherwise acquire, undertake, carry on, improve, or develop, and/or sell all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
- d. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or government authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
- e. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated in these Articles and otherwise granted or permitted by laws, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other

service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

- f. To do anything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its businesses or powers, provide the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### Article III Exercise of Powers

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the

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direction of, the managers of this limited liability company. Unless otherwise specified, all decisions shall be by majority vote of the managers unless otherwise specified in the Company's Operating Agreement. This is a manager-managed limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

#### Article IV. Management

Management of this limited liability company is reserved to its managers, whose names and addresses are as follows:

Mark C. Weaver      1700 University Drive, Suite 220, Coral Springs, Florida 33071

Thomas V. Inglesby   704 Potomac Knolls, McLean, Virginia 22102

A unanimous vote of the members is required to remove one or both managers.

#### Article V. Membership Restrictions

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

Any member may sell his interest without restriction to any other member or members of the limited liability company without obtaining the consent of the remaining members. A member's interest in the limited liability company may be sold or otherwise transferred to a third party in the absence of any objection by any members upon written two business day notice via email. In the event of a sale to an outside (non-member) party, the remaining (non-selling) members shall have a right of first refusal, within the

two business day notice above, to match the bona fide offer of any third party desiring to purchase the selling member's interest. Any such acquisition of the selling member's interest by the remaining members shall be on a pro-rata basis based upon the respective percentage interests of the remaining members in this limited liability company.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business.

#### Article VI Capital Contributions

Capital contributions, if any, shall be paid to the limited liability company by the members in such shares as to create the following ownership interests:

Name	Percentage	Address
Tom Inglesby	18.0000%	704 Potomac Knolls Dr, McLean, VA 22102
Rob Sullivan	12.5000%	300 East 75th Street, Apt 27P, New York, NY 10021
Mark Weaver	9.3750%	1700 University Drive, Suite 220, Coral Springs, FL 33071
Jefferson and Shelley Weaver	9.3750%	1700 University Drive, Suite 220, Coral Springs, FL 33071
Paul West	6.2500%	99 East 4th Street, Apt 4L, New York, NY 10003
Chris Vickery	6.2500%	1026 N. Ashland Ave, Apt 2, Chicago, IL 60622
Gianmarco Gobbo	6.2500%	11324 Fullerton Place Dr NW, Huntersville, NC 28078
Thomas William Anderton Trust	6.2500%	8234 W Q Ave, Kalamazoo, MI 49009
Tad Inglesby	3.5000%	704 Potomac Knolls Dr, McLean, VA 22102
Caroline Inglesby	3.5000%	704 Potomac Knolls Dr, McLean, VA 22102
Henri Steenkamp	3.1250%	20 Newport Parkway, Apt 705, Jersey City, NJ 07310
Matt Magan	3.1250%	1133 Metropolitan Ave, Apt 614, Charlotte, NC 28204
Brant Shrimplin (626 Holdings)	3.1250%	5040 Moorsbridge Road, Portage, MI 49024
Thomas Warn Anderton	3.1250%	7355 Hidden Cove Place, Kalamazoo, MI 49009
William T Hupp Jr	3.1250%	115 A 52nd Street, Virginia Beach, VA 23451
John Christopher McLeod	3.1250%	95 Perry Street, Apt 12A, New York, NY 10014
	100.00%	

Additional contributions will be made as required for investment purposes, as determined by the unanimous consent of the members. Members shall make contributions in shares proportionate to their ownership interests in the limited liability company as specified in



this Article VI and the Company's Operating Agreement. Each member, by virtue of its purchase of a interest in the limited liability company, agrees to be responsible for the payment of his or her pro-rata share of any on-going expenses incurred by the limited liability company including but not limited to the filing of any annual reports with the secretary of state's office, the payment of any state or federal tax obligations, and the fees incurred in the preparation of any tax returns. Any member failing to pay for his or her share of the aforementioned on-going expenses after fifteen (15) days' receipt of written notice shall have a charge against his or her capital account with interest accruing on the unpaid balance at the lesser of eighteen (18%) percent or the highest rate allowed by law until such amount is paid in full.

#### Article VII Profits and Losses

- a. Profit Sharing. The members shall be entitled pro-rata to the net profits arising from the operation of the limited liability company business that remains after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits in proportion with his or her interest in Article VI. The distributive share of the profits shall be determined and paid to the members on the anniversary date of the commencement of business of the limited liability company or at such other date as the managers may unanimously agree.
- b. Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the

profits of the business or, if these sources are insufficient to cover such losses, by the members in proportion to each member's interest as specified in Article VI.

#### Article VIII Duration

This limited liability company shall have perpetual existence unless it is otherwise dissolved in a manner provided by law or as provided in the regulations adopted by the members.


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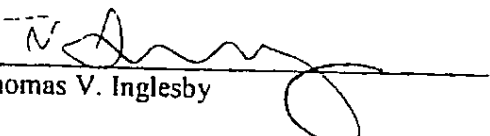
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Article IX Initial Registered Office and Registered Agent

The address of the initial registered office of the limited liability company is 1700 University Drive, Suite 220, City of Coral Springs, County of Broward, State of Florida, and the name of the company's initial registered agent at that address is Jefferson H. Weaver. The undersigned, being original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of NYSHEX Capital Fund, LLC.

Executed by the undersigned at 1700 University Drive, Suite 220, Coral Springs, Florida, on July 25, 2017.

  
Mark C. Weaver

  
Thomas V. Inglesby

**Statement Designating Registered Agent and Office**

State of Florida        )

)

County of Broward    )

Pursuant to the provisions of Section 605 of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

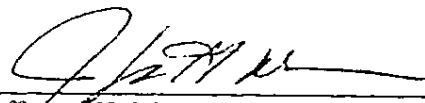
The name of the limited liability company is NYSHEX Capital Fund, LLC.

The name of the registered agent for NYSHEX Capital Fund, LLC, is Jefferson H. Weaver, and the street address of the company's principal office, where the agent is located, is 1700 University Drive, Suite 220, Coral Springs, Florida 33071.

This statement is to acknowledge that, as indicated above, NYSHEX Capital Fund, LLC, has appointed me, Jefferson H. Weaver, as its registered agent to accept service of process for the Company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

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Dated: July 25<sup>th</sup>, 2017.

  
Jefferson H. Weaver

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of July, 2017, by Jefferson H. Weaver, agent on behalf of NYSHEX Capital Fund, LLC, a Florida limited liability company. He is personally known to me or has produced a driver's license as identification.



  
Notary Public

My commission expires: 7/2/2020

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